



Date: August 18, 2022

To  
The Secretary  
(Listing Department)  
The BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001

The Manager,  
The National Stock Exchange India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra(E), Mumbai-400051

BSE Scrip Code: 540203

NSE Symbol: SFL

**Subject: Proceedings of 50th Annual General Meeting and Scrutinizer Report on Voting**

Dear Sir/Madam,

Pursuant to the Regulations 30 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 find enclosed herewith the proceedings of the 50th Annual General Meeting of the Company held on 18th August, 2022 through Video Conference (VC) Other Audio-Visual Means (OAVM).

The E-voting on all the resolutions set out in the notice of 50th Annual General Meeting was conducted during the period from 14th August 2022 to 17th August 2022 and for those who did not cast their vote through e-voting the facility to cast their vote at portal/website was made available.

The agenda wise Voting Results under Regulation 44 along with Scrutinizer Report is also attached.

Thanking you.

Yours faithfully,

For Sheela Foam Limited

Md Iqbal Ahmad  
Company Secretary and Compliance Officer

**SHEELA FOAM LTD.**

#14, Sleepwell Tower, Sector 135, Noida- 201301

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CIN-L74899DL1971PLC005679

PROCEEDINGS OF THE 50th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, AUGUST 18, 2022, AT 10:00 AM. THROUGH VIDEO CONFERENCE (VC) /OTHER AUDIO-VISUAL MEANS (OAVM)

Following were joined the meeting through video conference (VC)/Other Audio Visual Means (OAVM).

**Shareholders**

Total 131 shareholders (including promoter and promoter group) attended the meeting through Video Conference.

**Directors**

- 1) Mr. Rahul Gautam, Chairman and Managing Director, joined the meeting from Noida.
- 2) Ms. Namita Gautam, Whole-time Director, joined the meeting from Delhi.
- 3) Mr. Rakesh Chahar, Whole-time Director, joined the meeting from Slovenia.
- 4) Mr. Tushaar Gautam, Whole-time Director, joined the meeting from Delhi.
- 5) Mr. Som Mittal, Independent Director, joined the meeting from Noida.
- 6) Mr. Anil Tandon, Independent Director, joined the meeting from Gurugram.
- 7) Lt. Gen (Dr) Vijay Kumar Ahluwalia, Independent Director, joined the meeting from Dehradun.
- 8) Ms. Meena Jagtiani, Woman Independent Director, joined the meeting from Mumbai.

**Key Employees**

Mr. Nikhil Datye, Group Chief Financial Officer joined the meeting from Noida.

**Statutory Auditors**

Mr. Manish P. Bathija, Partner, MSKA & Associates, joined the meeting from Bangalore.  
Mr. Mayank Jain, joined the meeting from Delhi.

**Secretarial Auditors**

Mr. Amitabh, Partner, AVA Associate, Joined the meeting from Delhi

**Company Secretary**

Md. Iqubal Ahmad joined the meeting from Noida.

The Company Secretary welcomed the shareholders who were joining the meeting through video conference (VC)/Other Audio-Visual Means (OAVM).

He informed that Mr. Rahul Gautam and Mr. Nikhil Datye joined the meeting with him.

He informed that the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company. Also informed that the Company has arranged for electronic inspection of applicable registers.

He introduced the directors and participants present at meeting.

He confirmed that Chairman/ representative of the Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee were present.



After confirming the quorum, He requested the Chairman, Mr. Rahul Gautam to address the meeting.

The Chairman greeted all who were joining the meeting through video conference (VC)/Other Audio-Visual Means (OAVM).

After delivering Chairman's speech, meeting was handed over to the Company Secretary.

Company Secretary informed that Physical delivery of notice and Annual Report are exempted by the Ministry of Corporate Affairs and SEBI. Hence, the Notice of the meeting and the Annual Report for the Financial Year 2022 along with Board's Report have been sent to the members of the Company through email and taken them as read.

He further informed that The Auditors' Report provided by MSKA & Associates has no qualification. Hence, reading of Auditors' Report was not required.

Company Secretary informed that the Company had provided the facility of remote e-voting to all the shareholders to cast their votes on the items mentioned in the notice of the Annual General Meeting. Link Intime had created User ID which was sent to all the shareholders along with the Notice of AGM. The e-voting facility was provided by the Company was open from 14<sup>th</sup> August 2022 to 17<sup>th</sup> August 2022.

He informed that most of the Shareholders have exercised their voting option. He further informed that AVA Associates, Practicing Company Secretaries, has been appointed as Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. He requested to the shareholders to cast their vote at meeting web portal which will keep open till 15 minutes after closing of the meeting.

Company Secretary read the following resolutions which were put to vote.

Adoption of the Standalone Audited Financial Statements and Consolidated Financial Statements for the year ended 31st March 2022.

Re-appointment of Mr. Tushaar Gautam as a Director retiring by rotation.

Ratification of remuneration payable to the Cost Auditor for the financial year ending 31st March 2023

Annual commission to the Independent Directors

Reappointment of Mr. Rahul Gautam (DIN 0019299) as a Managing Director of the Company for a period of Five (5) years with effect from 1st April 2022.

Reappointment of Ms. Namita Gautam (DIN 00190463), as the Whole-time Director for a period of five years with effect from 1st April 2022

Reappointment of Mr. Rakesh Chahar (DIN 00180587), as the Whole-time Director for a period of five years with effect from 1<sup>st</sup> April 2022

Reappointment of Mr. Tushaar Gautam (DIN 01646487), as the Whole-time Director for a period of five years with effect from 1st April 2022

Increase the term of Mr. Som Mittal (DIN: 00074842), Non-executive Independent Director, from four (4) years to five (5) years

Increase the term of Mr. Anil Tandon (DIN: 00089404), Non-executive Independent Director, from three (3) years to five (5) years



Increase the term of Lt. Gen. (Dr.) V.K. Ahluwalia (DIN: 08078092), Non-executive Independent Director, from three (3) years to five (5) years

Increase the authorized share capital of the company from Rs. 44,01,05,000 (Rupees Forty-Four Crore One Lakh Five Thousand Only) divided into 8,80,21,000 (Eight Crore Eighty Lakh Twenty-One Thousand) equity shares of Rs. 5 (Rupees Five Only) each to Rs. 100,00,00,000 (Rupees One Hundred Crores Only) divided into 20,00,00,000 (Twenty Crore) equity shares of Rs. 5 (Rupees Five Only) each

Approval of 'SHEELA FOAM - Employees Stock Option Plan 2022' for the employees of Sheela Foam Limited

Approval of 'SHEELA FOAM - Employees Stock Option Plan 2022' to the employees of Holding Company, Associate Company(ies), Group Company(ies) and its Subsidiary Company (ies)

Company Secretary requested to the moderator to take query/questions from speakers who have registered themselves with the Company.

Six speakers asked the queries/questions which were replied by the Chairman.

After reply, the Chairman conveyed thanks on behalf of the Board of Directors to all the shareholders. The meeting was closed at 10.55 AM.



FORM NO. MGT-13

**COMBINED SCRUTINIZER'S REPORT ON E-VOTING AND POLL**

(Pursuant to Section 108 & 109 of the Companies

Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014

To  
The Chairman  
50<sup>th</sup> Annual General Meeting of Sheela Foam Limited  
Held on Thursday, 18<sup>th</sup> August, 2022  
Through Video Conference ("VC") / Other  
Audio Visual Means ("OAVM") ("hereinafter  
referred to as "electronic mode")

Dear Sir,

I, Amitabh of M/s. AVA Associates, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Sheela Foam Limited, for the purpose of e-voting and poll to be held at the 50<sup>th</sup> Annual General Meeting of the Company, held on Thursday, the 18<sup>th</sup> of August, 2022 through video conference under the guidelines issued by MCA and SEBI in view of the COVID 19 pandemic. We hereby submit our report as under.

The Company has extended the facility of e-voting to the members of the company through Link Intime India Private Limited (LIPL). The voting period for remote e-voting commenced on Sunday, 14<sup>th</sup> of August, 2022 at 10.00 a.m. (IST) and ended on Wednesday, the 17<sup>th</sup> of August, 2022 at 5.00 p.m. (IST) and the poll through e-voting at the AGM lasted till 11:15 AM. After the conclusion of the AGM the report on e-voting was generated and presented in the format prescribed by the SEBI.

The results of the e-voting and poll at AGM through e-voting are as under:

**Item No. 1- Ordinary Resolution**

Adoption of the Audited Standalone Financial Statements and Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		35587087	35587087	100.0000	35587087	0	100.0000
Public-Institutions	E-Voting	12656418	12407485	98.0331	12399862	7623	99.9386	0.0614
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		12656418	12407485	98.0331	12399862	7623	99.9386
Public- Non Institutions	E-Voting	539303	247	0.0458	221	26	89.4737	10.5263
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		539303	393	0.0729	367	26	93.3842
<b>Total</b>		48782808	47994965	98.3850	47987316	7649	99.9841	0.0159

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Result: Approved by the requisite majority

No. of votes abstained: 0



**Item No. 2- Ordinary Resolution**

Reappointment of Mr. Tushaar Gautam (DIN 01646487) as a director retiring by rotation

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
Public-Institutions	E-Voting	12656418	12407485	98.0331	11460259	947226	92.3657	7.6343
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	12656418	12407485	98.0331	11460259	947226	92.3657	7.6343
Public- Non Institutions	E-Voting	539303	233	0.0432	207	26	88.8412	11.1588
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	539303	379	0.0703	353	26	93.1398	6.8602
<b>Total</b>		48782808	47994951	98.3850	47047699	947252	98.0264	1.9736

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by the requisite majority**

**No. of votes abstained: 0**



**Item No. 3- Ordinary Resolution**

Ratification of audit fee to the Cost Auditor for the financial year ending 31st March 2023

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>35587087</b>	<b>35587087</b>	<b>100.0000</b>	<b>35587087</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	12656418	12407485	98.0331	12399862	7623	99.9386	0.0614
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12656418</b>	<b>12407485</b>	<b>98.0331</b>	<b>12399862</b>	<b>7623</b>	<b>99.9386</b>
Public- Non Institutions	E-Voting	539303	233	0.0432	207	26	88.8412	11.1588
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>539303</b>	<b>379</b>	<b>0.0703</b>	<b>353</b>	<b>26</b>	<b>93.1398</b>
<b>Total</b>		<b>48782808</b>	<b>47994951</b>	<b>98.3850</b>	<b>47987302</b>	<b>7649</b>	<b>99.9841</b>	<b>0.0159</b>

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by the requisite majority**

**No. of votes abstained: 0**



**Item No. 4- Ordinary Resolution**

Annual commission to the Independent Directors

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>35587087</b>	<b>35587087</b>	<b>100.0000</b>	<b>35587087</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	12656418	12407485	98.0331	9724297	2683188	78.3744	21.6256
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12656418</b>	<b>12407485</b>	<b>98.0331</b>	<b>9724297</b>	<b>2683188</b>	<b>78.3744</b>
Public- Non Institutions	E-Voting	539303	233	0.0432	167	66	71.6738	28.3262
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>539303</b>	<b>379</b>	<b>0.0703</b>	<b>313</b>	<b>66</b>	<b>82.5858</b>
<b>Total</b>		<b>48782868</b>	<b>47994951</b>	<b>98.3850</b>	<b>45311697</b>	<b>2683254</b>	<b>94.4093</b>	<b>5.5907</b>

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by the requisite majority**

**No. of votes abstained: 0**





**Item No. 5- Special Resolution**

Reappointment of Mr. Rahul Gautam (DIN 0019299) as the Managing Director of the Company for a period of Five (5) years with effect from 1<sup>st</sup> April 2022

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		35587087	35587087	100.0000	35587087	0	100.0000
Public-Institutions	E-Voting	12656418	12407485	98.0331	12344377	63108	99.4914	0.5086
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		12656418	12407485	98.0331	12344377	63108	99.4914
Public- Non Institutions	E-Voting	539303	233	0.0432	207	26	88.8412	11.1588
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		539303	379	0.0703	353	26	93.1398
<b>Total</b>		48782808	47994951	98.3850	47931817	63134	99.8685	0.1315

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by the requisite majority**

**No. of votes abstained: 0**



**Item No. 6- Special Resolution**

Reappointment of Ms. Namita Gautam (DIN 00190463), as the Whole-time Director for a period of five years with effect from 1<sup>st</sup> April, 2022

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		35587087	35587087	100.0000	35587087	0	100.0000
Public-Institutions	E-Voting	12656418	12407485	98.0331	12397916	9569	99.9229	0.0771
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		12656418	12407485	98.0331	12397916	9569	99.9229
Public- Non Institutions	E-Voting	539303	233	0.0432	207	26	88.8412	11.1588
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		539303	379	0.0703	353	26	93.1398
<b>Total</b>		48782808	47994951	98.3850	47985356	9595	99.9800	0.0200

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by the requisite majority**

**No. of votes abstained: 0**



**Item No. 7- Ordinary Resolution**

Reappointment of Mr. Rakesh Chahar (DIN 00180587), as the Whole Time Director for a period of five years with effect from 1<sup>st</sup> April 2022

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>35587087</b>	<b>35587087</b>	<b>100.0000</b>	<b>35587087</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	12656418	12407485	98.0331	12397916	9569	99.9229	0.0771
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12656418</b>	<b>12407485</b>	<b>98.0331</b>	<b>12397916</b>	<b>9569</b>	<b>99.9229</b>
Public- Non Institutions	E-Voting	539303	233	0.0432	207	26	88.8412	11.1588
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>539303</b>	<b>379</b>	<b>0.0703</b>	<b>353</b>	<b>26</b>	<b>93.1398</b>
<b>Total</b>	<b>Total</b>	<b>48782808</b>	<b>47994951</b>	<b>98.3850</b>	<b>47985356</b>	<b>9595</b>	<b>99.9800</b>	<b>0.0200</b>

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by the requisite majority**

**No. of votes abstained: 0**



**Item No. 8- Ordinary Resolution**

Reappointment of Mr. Tushaar Gautam (DIN 01646487), as the Whole Time Director for a period of five years with effect from 1<sup>st</sup> April 2022.

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		35587087	35587087	100.0000	35587087	0	100.0000
Public-Institutions	E-Voting	12656418	12407485	98.0331	11499600	907885	92.6828	7.3172
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		12656418	12407485	98.0331	11499600	907885	92.6828
Public- Non Institutions	E-Voting	539303	233	0.0432	207	26	88.8412	11.1588
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		539303	379	0.0703	353	26	93.1398
<b>Total</b>		48782808	47994951	98.3850	47087040	907911	98.1083	1.8917

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by requisite majority**

No. of votes abstained: 0



**Item No. 9- Special Resolution**

Increase in the term of Mr. Som Mittal (DIN: 00074842), Non-executive Independent Director, from four (4) years to five (5) years

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35587087	35587087	100.0000	35587087	0	100.0000
Public-Institutions	E-Voting	12656418	12407485	98.0331	5108872	7298613	41.1757	58.8243
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12656418	12407485	98.0331	5108872	7298613	41.1757
Public- Non Institutions	E-Voting	539303	233	0.0432	207	26	88.8412	11.1588
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		539303	379	0.0703	353	26	93.1398
Total	Total	48782808	47994951	98.3850	40696312	7298639	84.7929	15.2071

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by the requisite majority**

**No. of votes abstained: 0**



**Item No. 10- Special Resolution**

Increase in the term of Mr. Anil Tandon (DIN: 00089404), Non-executive Independent Director, from three (3) years to five (5) years

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		35587087	35587087	100.0000	35587087	0	100.0000
Public-Institutions	E-Voting	12656418	12407485	98.0331	5139732	7267753	41.4244	58.5756
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		12656418	12407485	98.0331	5139732	7267753	41.4244
Public- Non Institutions	E-Voting	539303	233	0.0432	207	26	88.8412	11.1588
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		539303	379	0.0703	353	26	93.1398
<b>Total</b>		48782808	47994951	98.3850	40727172	7267779	84.8572	15.1428

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by the requisite majority**

**No. of votes abstained: 0**



**Item No. 11- Special Resolution**

Increase in the term of Lt. Gen. (Dr.) V.K. Ahluwalia (DIN: 08078092), Non-executive Independent Director, from three (3) years to five (5) years

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		35587087	35587087	100.0000	35587087	0	100.0000
Public-Institutions	E-Voting	12656418	12407485	98.0331	5139732	7267753	41.4244	58.5756
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		12656418	12407485	98.0331	5139732	7267753	41.4244
Public- Non Institutions	E-Voting	539303	233	0.0432	207	26	88.8412	11.1588
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		539303	379	0.0703	353	26	93.1398
<b>Total</b>		48782808	47994951	98.3850	40727172	7267779	84.8572	15.1428

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by the requisite majority**

**No. of votes abstained: 0**



**Item No. 12- Special Resolution**

Increase in the term of Ms. Meena Jagtiani (DIN: 08396893), Non-executive Independent Director, from three (3) years to five (5) years

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		35587087	35587087	100.0000	35587087	0	100.0000
Public-Institutions	E-Voting	12656418	12407485	98.0331	5139732	7267753	41.4244	58.5756
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		12656418	12407485	98.0331	5139732	7267753	41.4244
Public- Non Institutions	E-Voting	539303	233	0.0432	207	26	88.8412	11.1588
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		539303	379	0.0703	353	26	93.1398
<b>Total</b>		48782808	47994951	98.3850	40727172	7267779	84.8572	15.1428

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by requisite majority**

No. of votes abstained: 0





**Item No. 13- Ordinary Resolution**

To increase the authorised share capital of the company from Rs. 44,01,05,000 (Rupees Forty-Four Crore One Lakh Five Thousand Only) divided into 8,80,21,000 (Eight Crore Eighty Lakh Twenty-One Thousand) equity shares of Rs. 5 (Rupees Five Only) each to Rs. 100,00,00,000 (Rupees One Hundred Crores Only) divided into 20,00,00,000 (Twenty Crore) equity shares of Rs. 5 (Rupees Five Only) each.

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		35587087	35587087	100.0000	35587087	0	100.0000
Public-Institutions	E-Voting	12656418	12407485	98.0331	11769902	637583	94.8613	5.1387
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		12656418	12407485	98.0331	11769902	637583	94.8613
Public- Non Institutions	E-Voting	539303	247	0.0458	221	26	89.4737	10.5263
	Poll		146	0.0271	146	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		539303	393	0.0729	367	26	93.3842
<b>Total</b>		48782808	47994965	98.3850	47357356	637609	98.6715	1.3285

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



**Result: Approved by requisite majority**

No. of votes abstained: 0

**Item No. 14- Special Resolution**

To approve 'SHEELA FOAM - Employees Stock Option Plan 2022 for the employees of Sheela Foam Limited.

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
Public-Institutions	E-Voting	12656418	12407485	98.0331	4372527	8034958	35.2410	64.7590
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	12656418	12407485	98.0331	4372527	8034958	35.2410	64.7590
Public- Non Institutions	E-Voting	539303	247	0.0458	207	40	83.8057	16.1943
	Poll		146	0.0271	96	50	65.7534	34.2466
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	539303	393	0.0729	303	90	77.0992	22.9008
<b>Total</b>		48782808	47994965	98.3850	39959917	8035048	83.2586	16.7414

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by requisite majority**

No. of votes abstained: 0



**Item No. 15- Special Resolution**

To approve of 'SHEELA FOAM - Employees Stock Option Plan 2022' to the employees of Holding Company, Associate Company(ies), Group Company(ies) and its Subsidiary Company (ies).

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>35587087</b>	<b>35587087</b>	<b>100.0000</b>	<b>35587087</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	12656418	12407485	98.0331	4372527	8034958	35.2410	64.7590
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12656418</b>	<b>12407485</b>	<b>98.0331</b>	<b>4372527</b>	<b>8034958</b>	<b>35.2410</b>
Public- Non Institutions	E-Voting	539303	247	0.0458	207	40	83.8057	16.1943
	Poll		146	0.0271	96	50	65.7534	34.2466
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>539303</b>	<b>393</b>	<b>0.0729</b>	<b>303</b>	<b>90</b>	<b>77.0992</b>
<b>Total</b>		<b>48782808</b>	<b>47994965</b>	<b>98.3850</b>	<b>39959917</b>	<b>8035048</b>	<b>83.2586</b>	<b>16.7414</b>

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by requisite majority**

No. of votes abstained: 0

Thanking You  
For AVA Associates  
Company Secretaries

  
Amitabh  
C.P No- 5500  
(Partner)

Date: 18.08.2022  
Place: New Delhi  
UDIN: A014190D000810964